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Financial Report

For half year ended 30 June 2024



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CORPORATE DIRECTORY

Directors

Evan Cranston	Non-Executive Chairman
Phillip Gallagher	Managing Director
Tolga Kumova	Non-Executive Director
Mathew O'Hara	Non-Executive Director
Peter Williams	Non-Executive Director

Company Secretary

Oonagh Malone

Contact Information

Registered Office & Principal Place of Business

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Stock Exchange Listing

Australian Securities Exchange (ASX)

ASX Code: A1G

Australian Business Number

ABN 29 624 164 852

Share Registry

Automatic Registry Services

Level 5, 126 Phillip Street
Sydney NSW 2000
Phone (within Australia): 1300 288 664
Phone (International): +61 (0)2 9698 5414

Auditor

HLB Mann Judd

Level 4, 130 Stirling Street
PERTH, WA 6000

DIRECTORS' REPORT

For the half year ended 30 June 2024

The Directors of African Gold Ltd ("African Gold" or the "Company") and its consolidated entities (collectively, the "Group") present their report together with the financial statements of the Group for the half year ended 30 June 2024.

BOARD OF DIRECTORS

The Directors of the Company throughout the half year, unless stated otherwise, and to the date of this report are as follows:

Non-Executive Chairman

Evan Cranston

Managing Director

Phillip Gallagher

Non-Executive Director

Tolga Kumova

Non-Executive Director

Mathew O'Hara

Non-Executive Director

Peter Williams

Non-Executive Director

Simon Bolster (resigned 15 February 2024)

PRINCIPAL ACTIVITIES

African Gold is an exploration company focused on exploration and evaluation of mineral resources in West Africa. The principal activities of the Group are mining and mineral exploration.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

There have been no changes in the state of affairs of the Group other than those outlined in the Review of Operations.

OPERATING RESULTS

The loss after income tax incurred by the Group for the six months ended 30 June 2024 was \$4,422,701 (30 June 2023: \$807,796).

Cash and cash equivalents at 30 June 2024 totalled \$886,155 (31 December 2023: \$85,159).

No dividends were declared or paid during the six months ended 30 June 2024 (2023: nil).

DIRECTORS' REPORT

For the half year ended 30 June 2024

REVIEW OF OPERATIONS

During the half year the Group:

- Completed surficial lag soil sampling at Konahiri Nord Project and Didievi Project in Côte d'Ivoire;
- Issued 54,398,833 shares and 10,060,527 shortfall shares under an entitlement issue at \$0.02 per share raising a total of \$1,289,188 (before costs).

SIGNIFICANT EVENTS AFTER THE BALANCE DATE

- On 30 July 2024, the Company announced the maiden gold inferred Mineral Resource of 4.93Mt for 452,000oz of gold at 2.9 g/t Au (1.0 g/t Au cut off) on the Didievi Project, Cote d'Ivoire;
- On 12 August 2024, the Company issued 32,573,009 shares at a deemed value of \$0.02 per share to Directors and key management personnel of the Group as approved at the shareholder meeting on 12 July 2024. These shares settled approximately \$651,460 of the current liabilities which were outstanding as at 30 June 2024 including fees owed to Directors and key management personnel, and loans received from Directors;
- On 20 August 2024, the Company announced it had raised approximately \$2.1m (before costs) consisting of the placement of the shortfall from the May 2024 entitlement issue of approximately \$800k and a further placement of approximately \$1.3m to sophisticated and institutional investors across two tranches; and
- On 28 August 2024, the Company announced it had commenced a diamond drilling program at the Didievi Project, Cote d'Ivoire.

Other than the above, there have not been any events that have arisen between 30 June 2024 and the date of this report, or any other item, transaction or event of a material and unusual nature, likely in the opinion of the Directors, to materially affect the operations of the Group, the results of those operations or the state of affairs of the Group, in subsequent financial years.

AUDITOR'S INDEPENDENCE DECLARATION

The lead auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is attached to this Directors' Report.

Signed in accordance with a resolution of the Board of Directors.



Mr Phillip Gallagher

Managing Director

Perth, WA - dated 12th September 2024

COMPETENT PERSON'S STATEMENT

The Company confirms that the mineral resource estimate referred to in this announcement was reported on 30 July 2024 in accordance with Listing Rule 5.8. The Company confirms it is not aware of any new information or data that materially affects the mineral resource estimate or the exploration results and all material assumptions and technical parameters underpinning the resource continue to apply and have not materially changed.

AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the review of the consolidated financial report of African Gold Ltd for the half-year ended 30 June 2024, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- a) the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
- b) any applicable code of professional conduct in relation to the review.

Perth, Western Australia
12 September 2024


D I Buckley
Partner

hlb.com.au

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A Western Australian Partnership

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CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the half year ended 30 June 2024

	Note	30 June 2024 \$	30 June 2023 \$
Expenses			
Accounting and audit		(91,049)	(85,912)
Consultants and contractors		(66,019)	(32,602)
Depreciation and amortisation	6	(7,286)	(4,377)
Employee benefits expense		(175,234)	(184,790)
Exploration expenditure		(285,991)	(369,592)
Listing and compliance		(25,883)	(12,994)
Net foreign exchange gains/(losses)		331	(1,042)
Office rental & outgoings		(24,000)	(24,000)
Share based payments		-	(10,464)
Travel and accommodation		(1,359)	(38,994)
Other expenses		(53,936)	(48,571)
Impairment	5	(3,693,713)	-
Loss before income tax and finance income		(4,424,139)	(813,338)
Other income		1,438	5,542
Loss before income tax		(4,422,701)	(807,796)
Income tax expense		-	-
Loss for the period after tax		(4,422,701)	(807,796)
Other Comprehensive Income/(Loss) for The Period			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Foreign currency translation reserve			
Foreign currency translation differences – foreign operations	8.2	(8,557)	269,980
Other comprehensive income/(loss) for the period, net of tax		(8,557)	269,980
Total comprehensive loss for the period		(4,431,258)	(537,816)
Loss per share attributable to equity holders of the Parent Company:			
Loss per share:			
Basic and Diluted loss per share (cents per share)		(2.41)	(0.49)

The above should be read in conjunction with the accompanying notes.

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2024

	Note	30 June 2024 \$	31 December 2023 \$
ASSETS			
Current			
Cash & cash equivalents		886,155	85,159
Trade and other receivables		60,387	21,078
Prepayments		42,200	5,765
Other current assets		30,000	30,000
Total current assets		1,018,742	142,002
Non-current			
Exploration and evaluation assets	5	7,621,512	11,064,803
Property, plant and equipment	6	52,924	60,613
Total non-current assets		7,674,436	11,125,416
Total assets		8,693,178	11,267,418
LIABILITIES			
Current			
Trade and other payables		874,066	770,131
Provisions		63,751	42,953
Loans and borrowings	7	433,612	150,000
Total current liabilities		1,371,429	963,084
Total liabilities		1,371,429	963,084
Net assets		7,321,749	10,304,334
EQUITY			
Share capital	8.1	12,483,892	11,035,219
Reserves	8.2	8,610,983	8,619,540
Accumulated losses		(13,773,126)	(9,350,425)
Total equity		7,321,749	10,304,334

The above should be read in conjunction with the accompanying notes.

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the half year ended 30 June 2024

	Note	Share capital	Reserves	Accumulated losses	Total equity
		\$	\$	\$	\$
Balance at 1 January 2023		10,200,149	8,419,126	(7,541,370)	11,077,905
Loss for the period		-	-	(807,796)	(807,796)
Other comprehensive income		-	269,980	-	269,980
Total comprehensive loss for the period		-	269,980	(807,796)	(537,816)
Issue of share capital	8.1	684,838	-	-	684,838
Issue of share capital (fair value of Kouroufaba annual payment)	8.1	192,308	-	-	192,308
Cost of issue of share capital		(9,231)	-	-	(9,231)
Share-based payments expense		-	10,464	-	10,464
Balance at 30 June 2023		11,068,064	8,699,570	(8,349,166)	11,418,468
Balance at 1 January 2024		11,035,219	8,619,540	(9,350,425)	10,304,334
Loss for the period		-	-	(4,422,701)	(4,422,701)
Other comprehensive loss		-	(8,557)	-	(8,557)
Total comprehensive loss for the period		-	(8,557)	(4,422,701)	(4,431,258)
Issue of share capital	8.1	1,289,188	-	-	1,289,188
Issue of share capital (fair value of Kouroufaba annual payment)	8.1	201,470	-	-	201,470
Cost of issue of share capital		(41,985)	-	-	(41,985)
Balance at 30 June 2024		12,483,892	8,610,983	(13,773,126)	7,321,749

The above should be read in conjunction with the accompanying notes.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the half year ended 30 June 2024

	Note	30 June 2024 \$	30 June 2023 \$
OPERATING ACTIVITIES			
Payment to suppliers and employees		(297,886)	(495,476)
Interest received		2,044	5,335
Net cash used in operating activities		(295,842)	(490,141)
INVESTING ACTIVITIES			
Payments for exploration and evaluation assets		(360,019)	(882,289)
Payments for property, plant and equipment		-	(72,150)
Payments for acquisition of mining tenement		(11,409)	-
Net cash used in investing activities		(371,428)	(954,439)
FINANCING ACTIVITIES			
Proceeds from share and option issuances	8.1	1,254,340	684,838
Share issue transaction costs		(41,984)	(33,078)
Proceeds from borrowings		255,000	-
Net cash inflow from financing activities		1,467,356	651,760
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		800,086	(792,820)
Cash and cash equivalents at the beginning of the period		85,159	1,444,986
Effect of foreign exchange rate changes		910	(2,152)
Cash and cash equivalents at the end of the period		886,155	650,014

The above should be read in conjunction with the accompanying notes.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the half year ended 30 June 2024

1 Corporate information

African Gold Ltd (the “Company” or “African Gold”) is a for-profit entity for the purpose of preparing the financial statements. The Company is incorporated and domiciled in Australia and has been listed on the Australian Securities Exchange since 14 February 2019. The condensed consolidated financial statements of the Company for the half year ended 30 June 2024 (“Half Year”) comprise the Company and the entities it controlled during the period (the “Group”).

The nature of the operations and principal activities of the Group is to conduct exploration and evaluation activities in Cote D’Ivoire and Mali.

The address of its registered office and its principal place of business is Suite 23, 513 Hay Street, Subiaco WA 6008.

The condensed financial statements for the six months ended 30 June 2024 were approved and authorised for issue by the Board of Directors on 12th September 2024.

2 Basis of presentation and statement of compliance

The interim financial statements for the Half Year have been prepared in accordance with AASB 134 *Interim Financial Reporting* and the *Corporations Act 2001*.

The interim condensed consolidated financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the annual financial statements of the Company for the year ended 31 December 2023 and any public announcements made by the Company during the Half Year in accordance with the continuous disclosure requirements of the *Corporations Act 2001* and the ASX Listing Rules.

Selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the last annual financial statements.

Going concern

At 30 June 2024, the Group had cash and cash equivalents of \$886,155 (31 December 2023: \$85,159). The Group incurred a net loss of \$4,422,701 (30 June 2023: \$807,796) and had cash outflows from operating and investing activities of \$667,270 during the half year ended 30 June 2024 (30 June 2023: \$1,444,580).

The financial statements have been prepared on the basis of going concern which contemplates continuity of normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business.

The ability of the Group to continue as a going concern is dependent upon the future successful raising of the necessary funding through equity and/or debt and the successful exploitation of the Group’s tenements. In the event that further funding is not available, the Group may not be able to realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

These conditions indicate a material uncertainty that may cast significant doubt about the Group’s ability to continue as a going concern. The financial report does not include any adjustments relating to the recoverability or classification of recorded asset amounts, nor the amounts or classification of liabilities that might be necessary should the Company not be able to continue as a going concern.

The Directors are, however, confident that further funding will be obtained to meet the Group’s objectives. In addition, the Directors have considered the minimum expenditure requirements necessary in order to maintain tenements in good standing and to meet the committed expenditures for the 12 month period from the date of this report and consider the going concern basis of preparation as appropriate.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the half year ended 30 June 2024

3 New and amended accounting standards

The accounting policies and methods of computation adopted in the preparation of the interim financial statements are consistent with those applied in the preparation of the Company's annual financial statements for the year ended 31 December 2023 and corresponding half year period. These accounting policies are consistent with Australian Accounting Standards and with International Financial Reporting Standards.

None of the new standards and amendments to standards that are mandatory for the first time for the financial year beginning 1 January 2024 affected any of the amounts recognised in the current period or any prior period.

The Company has not elected to adopt any new Accounting Standards or Interpretations prior to their applicable date of implementation. Accounting Standards or Interpretations on issue but not yet effective have no effect on Group accounting policies.

4 Critical accounting estimates, judgements and assumptions

(i) *Impairment of exploration and evaluation assets*

Exploration and evaluation costs have been capitalised for granted tenements on the basis that the Group will commence commercial production in the future, from which time the costs will be amortised in proportion to the depletion of the mineral resources. Key judgements are applied in considering costs to be capitalised which includes determining expenditures directly related to these activities and allocating overheads between those that are expensed and capitalised. In addition, costs are only capitalised that are expected to be recovered either through successful development or sale of the relevant mining interest. Factors that could impact the future commercial production at the mine include the level of reserves and resources, future technology changes, which could impact the cost of mining, future legal changes and changes in commodity prices. To the extent that capitalised costs are determined not to be recoverable in the future, they will be impaired in the period in which this determination is made. During the period, capitalised acquisition and exploration costs in relation to the Group's projects in Mali totalling \$3,693,587 were fully impaired due to ongoing delays regarding tenement licence renewals.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the half year ended 30 June 2024

5 Exploration and evaluation assets

	30 June 2024 \$	31 December 2023 \$
Carrying amount at the beginning of the period	11,064,803	10,133,556
Acquisition of Kouroufaba Project ⁽¹⁾	201,470	192,308
Amount capitalised during the period	53,484	543,629
Impairment ⁽²⁾	(3,693,713)	-
Foreign exchange movement for the period	(4,532)	195,310
Carrying amount at the end of the period	7,621,512	11,064,803

(1) During the year-ended 31 December 2021, the Company entered into an option agreement to acquire 80% of the Kouroufaba Gold Project for consideration that was recorded in that period. Since the acquisition date, the following additional acquisition payments have been made:

- i) On 22 February 2022, the Group paid a total of \$150,000 to the vendors of the Kouroufaba Project being the first annual payment as required under the option agreement.
- ii) On 23 February 2023, the Group issued shares with a deemed value of \$200,000 to the vendors of the Kouroufaba Project being the second annual payment as required under the option agreement. The fair value of these shares based on the closing price on the issue date was \$192,308.
- iii) On 29 April 2024, the Group issued shares with a deemed value of \$200,000 to the vendors of the Kouroufaba Project being the third annual payment as required under the option agreement. The fair value of these shares based on the closing price on the issue date was \$201,470.

(2) During the period, capitalised acquisition and exploration costs in relation to the Group's projects in Mali were fully impaired due to ongoing delays regarding tenement licence renewals.

The recoupment of costs carried forward in relation to areas of interest in the exploration and evaluation phases is dependent on the successful development and commercial exploitation or sale of the respective areas.

6 Property, plant and equipment

	30 June 2024 \$	31 December 2023 \$
Carrying amount at the beginning of the period	60,613	-
Additions	-	72,347
Less: Depreciation	(7,286)	(11,778)
Foreign exchange movement for the period	(403)	44
Carrying amount at the end of the period	52,924	60,613

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the half year ended 30 June 2024

7 Loans and borrowings

	30 June 2024 \$	31 December 2023 \$
Loans – unsecured	405,000	150,000
Loan – premium funding	28,612	-
Total	433,612	150,000

During the period, unsecured loans to the Company totalling \$255,000 were received from directors Evan Cranston (\$50,000), Mathew O’Hara (\$55,000), Peter Williams (\$50,000) and Tolga Kumova (\$100,000). The terms of the loans are as follows:

- (a) interest free;
- (b) unsecured; and
- (c) no fixed term.

The cumulative balances of the unsecured loans from the directors are shown below:

Loans - unsecured	30 June 2024 \$	31 December 2023 \$
Evan Cranston	100,000	50,000
Mathew O’Hara	105,000	50,000
Peter Williams	100,000	50,000
Tolga Kumova	100,000	-
Total	405,000	150,000

8 Equity

8.1 Share Capital

	Number of Shares	\$
At 31 December 2022	153,477,696	10,200,149
Fair value of shares issued for 2 nd Kouroufaba annual payment (\$0.09 per share)	2,136,752	192,308
Shortfall shares issued from non-renounceable rights issue at \$0.05 per share	13,696,763	684,838
Less cost of share issues	-	(42,076)
At 31 December 2023	169,311,211	11,035,219
Fair value of shares issued for 3 rd Kouroufaba annual payment (\$0.037 per share)	5,445,140	201,470
Shares issued from non-renounceable rights issue at \$0.02 per share	54,398,833	1,087,977
Shortfall shares issued from non-renounceable rights issue at \$0.05 per share	10,060,527	201,211
Less cost of share issues	-	(41,985)
At 30 June 2024	239,215,711	12,483,892

The share capital of the Company consists only of fully paid ordinary shares. The shares do not have a par value. All shares are equally eligible to receive dividends and the repayment of capital and represent one vote at the shareholders’ meeting.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the half year ended 30 June 2024

8.2 Reserves

The following table shows the movement in reserves during the period:

	Share based payments reserve \$	Foreign currency translation reserve \$	Total reserves \$
Balance at 1 January 2023	8,485,769	(66,643)	8,419,126
Foreign currency translation differences	-	189,950	189,950
Transactions with owners in their capacity as owners:			
Share-based payment transactions	10,464	-	10,464
Balance at 31 December 2023	8,496,233	123,307	8,619,540
Foreign currency translation differences	-	(8,557)	(8,557)
Balance at 30 June 2024	8,496,233	114,750	8,610,983

8.3 Share based payments

During the half-year ended 30 June 2024, there were no share-based payments.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the half year ended 30 June 2024

9 Segment information

The Group reports two segment at the end of the half-year:

- Exploration and evaluation of Minerals in Cote d'Ivoire
- Exploration and evaluation of Minerals in Mali

These are the geographical areas, the results are which reported to the chief operating decision maker, being the Managing Director, for the purposes of assessing performance and determining the allocation of resources.

	Mali \$	Cote d'Ivoire \$	Total \$
Six months ended 30 June 2024			
Segment results - Loss after income tax	(3,794,293)	(198,107)	(3,992,400)
Unallocated losses after income tax			(430,301)
Loss after income tax			(4,422,701)
30 June 2024			
Segment assets	5,414	7,676,074	7,681,488
Unallocated assets			1,011,690
Total assets			8,693,178
Segment liabilities	(246,056)	(32,076)	(278,132)
Unallocated liabilities			(1,093,297)
Total liabilities			(1,371,429)
Six months ended 30 June 2023			
Segment results - Loss after income tax	(224,069)	(163,405)	(387,474)
Unallocated losses after income tax			(420,322)
Loss after income tax			(807,796)
30 June 2023			
Segment assets	3,798,011	7,439,574	11,237,585
Unallocated assets			645,844
Total assets			11,883,429
Segment liabilities	(195,288)	(151,247)	(346,535)
Unallocated liabilities			(118,426)
Total liabilities			(464,961)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the half year ended 30 June 2024

10 Contingent liabilities

Kouroufaba Gold Project

To exercise the Earn-in Option in relation to the Kouroufaba Gold Project, the Company must either:

- a. subject to future Shareholder approvals, issue Shares with the value of \$200,000 to the Seller (or its nominee) on each 12 month anniversary of the Initial Payment Date (February 2021), based on a deemed issue price per Share equal to the 30 Day VWAP prior to the Shareholder meeting ("Annual Acquisition Shares"). The maximum number of Annual Acquisition Share tranches that must be made under the Terms Sheet is five, however, the number may be lower if the Company satisfies the Expenditure Requirement of \$5,000,000 prior to the end of the fifth anniversary of the Initial Payment; or
- b. pay \$150,000 cash (on a pro-rata basis) in lieu of the issue of Annual Acquisition Shares.

The decision to issue the Annual Acquisition Shares or make the cash payment is contingent on the results from exploration activities to be undertaken on the project area. As at the date of this report, there is a maximum of two Annual Acquisition Share tranches remaining.

The Company has also agreed to pay a net smelter return royalty of up to 2% of the production from the Kouroufaba Project to the relevant royalty holder in respect of the relevant Tenement.

11 Commitments

The Group is required to meet minimum expenditure commitments in relation to its tenements and keep them in good standing. The exploration commitments shown below are the Group's estimated exploration expenditure on its tenements based on proposed work programs submitted to the government mining departments in Mali and Ivory Coast as at the date of this report. The commitments below exceed the minimum expenditure to keep the tenements in good standing and assume any currently pending tenement renewals are granted.

A total expense of \$24,000 (2022: \$24,000) was recognised during the period under a serviced office agreement. The serviced office agreement does not lead to the recognition of any right-of-use asset or associated lease liability because the serviced office agreement does not specify or effectively require an identified asset.

	30 June 2024 \$	31 December 2023 \$
Exploration commitments		
Due within 1 year	1,001,890	2,068,943
Due greater than 1 year and less than 5	110,510	519,179
Serviced office commitment		
Due within 1 year	48,000	48,000
Due greater than 1 year and less than 5	-	-
Total	1,160,400	2,636,122

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the half year ended 30 June 2024

12 Post-reporting date events

- On 30 July 2024, the Company announced the maiden gold inferred Mineral Resource of 4.93Mt for 452,000oz of gold at 2.9 g/t Au (1.0 g/t Au cut off) on the Didievi Project, Cote d'Ivoire;
- On 12 August 2024, the Company issued 32,573,009 shares at a deemed value of \$0.02 per share to Directors and key management personnel of the Group as approved at the shareholder meeting on 12 July 2024. These shares settled approximately \$651,460 of the current liabilities which were outstanding as at 30 June 2024 including fees owed to Directors and key management personnel, and loans received from Directors;
- On 20 August 2024, the Company announced it had raised approximately \$2.1m (before costs) consisting of the placement of the shortfall from the May 2024 entitlement issue of approximately \$800k and a further placement of approximately \$1.3m to sophisticated and institutional investors across two tranches; and
- On 28 August 2024, the Company announced it had commenced a diamond drilling program at the Didievi Project, Cote d'Ivoire.

Other than the above, there have not been any events that have arisen between 30 June 2024 and the date of this report, or any other item, transaction or event of a material and unusual nature, likely in the opinion of the Directors, to materially affect the operations of the Group, the results of those operations or the state of affairs of the Group, in subsequent financial years.

13 Fair value

The fair value of financial assets and financial liabilities not measured at fair value on a recurring basis approximates their carrying amounts at balance date.

DIRECTORS' DECLARATION

In the opinion of the Directors:

- a The half year financial statements and notes of African Gold Ltd are in accordance with the *Corporations Act 2001*, including:
- i Giving a true and fair view of the Group's financial position as at 30 June 2024 and of its performance for the half year ended on that date; and
 - ii Complying with Accounting Standard AASB 134 *Interim Financial Reporting*; and
- b There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

On behalf of the Board:



Mr Phillip Gallagher
Managing Director

Dated 12th September 2024

INDEPENDENT AUDITOR'S REVIEW REPORT

To the Members of African Gold Ltd

Report on the Condensed Half-Year Financial Report

Conclusion

We have reviewed the half-year financial report of African Gold Ltd ("the Company") and its controlled entities ("the Group"), which comprises the condensed consolidated statement of financial position as at 30 June 2024, the condensed consolidated statement of profit or loss and other comprehensive income, the condensed consolidated statement of changes in equity and the condensed consolidated statement of cash flows for the half-year ended on that date, selected explanatory notes, and the directors' declaration, for the Group comprising the Company and the entities it controlled at the half-year end or from time to time during the half-year.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the accompanying half-year financial report of African Gold Ltd does not comply with the *Corporations Act 2001* including:

- (a) giving a true and fair view of the Group's financial position as at 30 June 2024 and of its performance for the half-year ended on that date; and
- (b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Basis for Conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibility is further described in the *Auditor's Responsibility for the Review of the Financial Report* section of our report. We are independent of the company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the financial report, which indicates that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our conclusion is not modified in respect of this matter.

Responsibility of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the half-year financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

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Auditor's Responsibility for the Review of the Financial Report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Group's financial position as at 30 June 2024 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

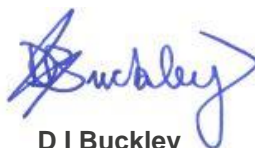
Independence

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*.



HLB Mann Judd
Chartered Accountants

Perth, Western Australia
12 September 2024



D I Buckley
Partner

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